

Close Brothers Group plc

Results of Annual General Meeting

The Chairman welcomed shareholders, introduced the Board of Directors, proposed that the Notice of Meeting be taken as read, reviewed performance in the financial year 2008-2009 referring to the proposed final dividend and then presented the highlights of the first quarter Interim Management Statement released today.

The Chairman then conducted the formal business of the meeting, the voting on all resolutions being on a show of hands. All resolutions were passed by the requisite majority.

The following proxy votes were cast in respect of the AGM resolutions:

	Ordinary Resolutions	In Favour		Chairman's Discretion		Against		Votes Withheld
		Votes cast	%	Votes cast	%	Votes cast	%	
1.	To receive the 2009 Annual Report and Accounts	104,323,336	99.66	29,020	0.03	325,292	0.31	50,251
2.	To approve the Directors' Remuneration Report for the year ended 31 July 2009.	88,823,427	97.27	26,304	0.03	2,466,319	2.70	13,411,849
3.	To authorise the final dividend of 25.5p per share for the year ended 31 July 2009.	104,675,269	99.96	31,906	0.03	216	0.01	20,508
4.	To elect Ray Greenshields as a director.	104,253,747	99.57	30,058	0.03	419,426	0.40	24,668
5.	To elect Preben Prebensen as a director.	103,639,353	98.98	28,620	0.03	1,035,258	0.99	24,668
6.	To re-elect Stephen Hodges as a director.	103,649,196	98.99	27,943	0.03	1,026,192	0.98	24,568
7.	To re-elect Strone Macpherson as a director.	103,414,636	99.06	29,020	0.03	950,021	0.91	334,222
8.	To reappoint Deloitte LLP as auditors.	104,664,698	99.96	29,020	0.03	6,292	0.01	27,889
9.	To authorise the directors to determine the auditors remuneration.	104,549,821	99.86	67,935	0.06	88,684	0.08	21,459
10.	To approve the establishment of the Close Brothers Omnibus Share Incentive Plan.	97,473,026	98.94	72,222	0.07	978,599	0.99	6,204,052
11.	To authorise the Board to allot shares and to grant rights to subscribe for or convert any security into shares (within prescribed limits).	102,480,010	98.17	70,718	0.07	1,840,879	1.76	336,292
	Special Resolutions							
12.	That the Memorandum of Association be deleted and new Articles of Association be adopted.	103,724,365	99.09	70,718	0.07	881,205	0.84	51,611
13.	That a general meeting except an AGM may be called on not less than 14 clear days' notice.	103,369,473	98.73	72,818	0.07	1,260,668	1.20	24,940
14.	That, if resolution 11 is passed, pre-emption rights are	104,396,674	99.72	75,456	0.07	220,978	0.21	34,791

	disapplied in relation to allotments of equity securities (within prescribed limits).							
15.	That the Company be generally and unconditionally authorised to make market purchases of its own shares (within prescribed limits).	104,596,218	99.90	87,922	0.08	23,051	0.02	20,708

NOTES:

1. The 'vote withheld' option was provided to enable shareholders to refrain from voting on any particular resolution. A "vote withheld" is not a vote in law and has not been counted in the calculation of the proportion of the vote 'For' and 'Against' a resolution.
2. At the date of the AGM the issued share capital of the Company was 144,432,146 ordinary shares (excluding 5,197,141 treasury shares).